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FOUNDED 1866

November 28, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The document is a Memorandum of Equipment Lease Agreement and Security Agreement dated as of November 27, 2006 between Yvel Financial Corporation ("Lessor") and Canadian Pacific Railway Company ("Lessee") for forty-four (44) locomotives, a primary document. This Memorandum of Equipment Lease Agreement and Security Agreement relates to forty-four (44) CP#8 ES44AC Locomotives manufactured by GE Transportation and bearing identification marks and numbers CP8700 through CP8723, inclusive; CP8725-CP8729, inclusive; CP8731 through CP 8733, inclusive; CP8735 through CP8743, inclusive; and CP8747 through CP8749, inclusive (collectively, the "Equipment").

The names and addresses of the parties to the documents are as follows:

LESSOR:	Yvel Financial Corporation 95 St. Clair Avenue West, Suite 1403 Toronto, Ontario Canada M4V 1N6
LESSEE:	Canadian Pacific Railway Company Suite 500 402 - 9th Avenue S.W. Calgary, Alberta Canada T2P 4Z4

A description of the Equipment covered by the documents follows:

Forty-four (44) CP#8 ES44AC Locomotives manufactured by GE Transportation and bearing identification marks and numbers CP8700 through CP8723, inclusive; CP8725-CP8729, inclusive; CP8731 through CP8733, inclusive; CP8735 through CP8743, inclusive; and CP8747 through CP8749, inclusive.

RECORDATION NO. 26663-A FILED
NOV 28 '06 -2 27 PM
SURFACE TRANSPORTATION BOARD

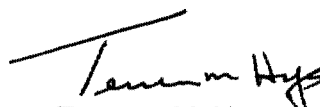
Mr. Vernon A. Williams
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The prescribed recordation fee of \$34.00 is enclosed. Please return any extra copies not needed by the Board for recordation to the person hand-delivering the documents.

A short summary of the enclosed documents to appear in the index follows:

Memorandum of Equipment Lease Agreement and Security Agreement dated as of November 27, 2006 between Canadian Pacific Railway Company ("Seller") and Yvel Financial Corporation ("Purchaser") for forty-four (44) locomotives, a primary document, relating to forty-four (44) CP#8 ES44AC Locomotives manufactured by GE Transportation and bearing identification marks and numbers CP8700 through CP8723, inclusive; CP8725-CP8729, inclusive; CP8731 through CP8733, inclusive; CP8735 through CP8743, inclusive; and CP8747 through CP8749, inclusive.

Sincerely yours,



Terence M. Hynes

Enclosure

NOV 28 '06 -2 27 PM

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT AND SECURITY AGREEMENT dated as of November 27, 2006 between **YVEL FINANCIAL CORPORATION** (the "**Lessor**") and **CANADIAN PACIFIC RAILWAY COMPANY** (the "**Lessee**"). Capitalized terms used herein which are not defined herein shall have the respective meanings ascribed thereto in the Master Lease (referred to below). **SURFACE TRANSPORTATION BOARD**

The Lessor and the Lessee have entered into that certain Master Lease Agreement dated as of November 27, 2006 (the "**Master Lease**") and that certain Unit Lease No. 1 dated November 27, 2006 (the terms of each of which are incorporated herein by reference), covering the railroad equipment (the "**Equipment**") identified in Schedule "A" hereto, bearing the equipment numbers of the Lessee shown in said Schedule "A", and all additions and alterations thereof, replacements thereof and substitutions therefore.

The Lessor and the Lessee have entered into that certain Lessee Security Agreement dated as of November 27, 2006 (the "**Security Agreement**") to witness that as security for the due observance and performance of all of the Obligations, the Lessor grants, assigns, conveys, transfers and charges as and by way of a fixed and specific mortgage and charge to and in favour of the Lessee, and the Lessee takes a continuing security interest in:

- (a) the Equipment, wherever located; and
- (b) all proceeds of the foregoing whether or not of the same type, class or kind as the original property.

This memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first hereinabove written.

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COMPANY
CANADIAN PACIFIC RAILWAY CORPORATION

By: [Signature]
Name: Jonathan Legg
Title: Vice President

PROVINCE OF ALBERTA)
CITY OF CALGARY) SS.:

On this 27th day of November, 2006, before me personally appeared Jonathan Legg to me personally known, who, being by me duly sworn, says that he/she is VP Strategic Sourcing of CANADIAN PACIFIC RAILWAY CORPORATION, that the instrument was signed on behalf of said company by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[Signature]
Notary Public

DON BARNHARDT
Barrister and Solicitor
Suite 920, 401 - 9th Avenue SW
Calgary, AB T2P 4Z4
Telephone: 319-6171

YVEL FINANCIAL CORPORATION

By: _____

Name: Michael Levy

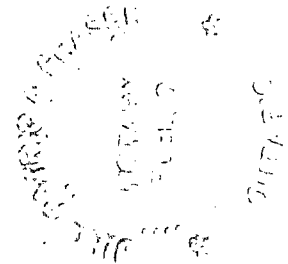
Title: President

ONTARIO
PROVINCE OF ALBERTA)
TORONTO) SS.:
CITY OF CALGARY)

On this 27th day of November, 2006, before me personally appeared Michael Levy to me personally known, who, being by me duly sworn, says that he is President of YVEL FINANCIAL CORPORATION, that the instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Notary Public

My commission expires N/A



SCHEDULE "A"

EQUIPMENT

Manufacturer	Description	Reporting Marks/Serial Number
GE Transportation	CP#8 ES44AC Locomotives	CP8700 CP8701 CP8702 CP8703 CP8704 CP8705 CP8706 CP8707 CP8708 CP8709 CP8710 CP8711 CP8712 CP8713 CP8714 CP8715 CP8716 CP8717 CP8718 CP8719 CP8720 CP8721 CP8722 CP8723 CP8725 CP8726 CP8727 CP8728 CP8729 CP8731 CP8732 CP8733 CP8735 CP8736 CP8737 CP8738 CP8739 CP8740 CP8741 CP8742 CP8743 CP8747 CP8748 CP8749